

RECORDATION NO. 14759-C FILED

DEC 19 '01 8:27 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 19, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination and Equipment Disposition, dated as of November 13, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture which was previously filed with the Commission under Recordation Number 14759.

The name and address of the party to the enclosed document are:

Lessor: Procor Limited
2201 Speers Road
Oakville, Ontario
CANADA L6J5E1

Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
CANADA H3B 2M9

A description of the railroad equipment covered by the enclosed document is:

Twenty-three (23) SD50 diesel-electric locomotives; CN 5408 – CN 5430.

14759-C 3:27

Mr. Vernon A. Williams
December 19, 2001
Page 2

A short summary of the document to appear in the index is:

Memorandum of Lease Termination and Equipment Disposition (Full Lease Termination).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 14759-C FILED

DEC 19 '01 3-27 PM

(Procor / CN)

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of November 13,
2001 between **Procor Limited** (the "Lessor") and
Canadian National Railway Company (the "Lessee").

WHEREAS, the Lessor and Lessee entered into a Lease of Railroad Equipment dated as of June 26, 1985 (the "Lease") covering the twenty-three (23) SD50F 3600 horse-power diesel-electric locomotives marked **CN 5408 to CN 5430 inclusive** (the "Equipment");

WHEREAS, on July 8, 1985 at 3:30 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 11303 (now Section 11301) of Title 49 of the *United States Code* and assigned recordation number 14726;

AND WHEREAS, on July 8, 1985, the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the *Railway Act of Canada* (now Section 105 of the *Canada Transportation Act*).

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

- 1) The Lease was terminated by the Lessor and the Lessee;
- 2) The Equipment was sold, by the Lessor, to the Lessee;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

PROCOR LIMITED,
as owner and lessor

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee and buyer

By: D. H. Patterson
Its: Asst. Treasurer David Patterson

By: [Signature]
Its: Sr. Manager Asset Finance

PROVINCE OF ONTARIO)
R.M.)
CITY / COUNTY OF Haltim) ss:

On this 10th day of December, 2001, before me personally appeared David Patten to me personally known, who, being by me duly sworn, says that he / she is Ant. Trcaner of Procor Limited Bank, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



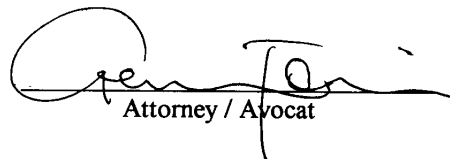
Notary Public

My commission expires: N/A

[Notarial Seal]

PROVINCE OF QUEBEC)
)
DISTRICT OF MONTREAL)

On this 11th day of December, 2001, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Canadian National Railway Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney / Avocat

Bar Number: 190021-8